

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Alto Maipo Delaware LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 21-11507 (KBO)

(Jointly Administered)

**DEBTORS' MOTION FOR LEAVE TO FILE REPLIES TO OBJECTIONS
TO THE DISCLOSURE STATEMENT AND ASSUMPTION OF THE
RESTRUCTURING SUPPORT AGREEMENT**

Alto Maipo SpA ("Alto Maipo") and Alto Maipo Delaware LLC ("Alto Maipo Delaware"), debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for entry of an order granting the Debtors leave and permission to file both the *Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief* (the "Disclosure Statement Reply") and the *Reply in Support of Debtors' Motion for Entry of an Order Authorizing Debtors to Assume Restructuring Support Agreement* (the "RSA Reply," and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number in the jurisdiction in which it operates, are: Alto Maipo SpA (761-2) (Chile) and Alto Maipo Delaware LLC (1916) (Delaware). The location of the corporate headquarters and the service address for Alto Maipo SpA is Los Conquistadores 1730, Piso 10, Santiago, Chile.

together with the Disclosure Statement Reply, the “Replies”).² In support of this Motion, the Debtors respectfully represent as follows:

1. On February 28, 2022, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of Alto Maipo SPA and Alto Maipo Delaware LLC Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 313] (the “Original Plan”). On March 22, 2022, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of Alto Maipo SPA and Alto Maipo Delaware LLC Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 401] (as further amended [Docket No. 435], the “Amended Plan”) and related disclosure statement [D.I. 402] (as further amended [Docket No. 436] the “Disclosure Statement”).

2. On March 1, 2022, the Debtors caused to be served a notice of the hearing to consider the adequacy of the Disclosure Statement [D.I. 315] (the “Disclosure Statement Hearing”). The Disclosure Statement Hearing is scheduled for April 6, 2022 at 12:30 p.m. (ET), and objections to approval of the Disclosure Statement were required to have been filed with the Court and served upon counsel to the Debtors on or prior to March 29, 2022 at 4:00 p.m. (ET) (the “Disclosure Statement Objection Deadline”). As of the Disclosure Statement Objection Deadline, the Debtors had received objections from both the Office of the United States Trustee [D.I. 427] and the Official Committee of Unsecured Creditors (the “Committee”) [D.I. 430] (collectively, the “Objectors”).

3. On March 7, the Debtors filed their motion to assume the RSA [Docket No. 341] (the “RSA Motion”). Objections to the RSA Motion were required to have been filed with the Court and served upon counsel to the Debtors on or prior to March 17, 2022 at 4:00 p.m. (ET) (the “RSA Objection Deadline,” and together with the Disclosure Statement Objection Deadline,

² Capitalized terms shall have the meanings ascribed in the Reply.

the “Objection Deadlines”). Prior to the RSA Objection Deadline, the Debtors received an objection [Docket No. 387] (the “RSA Objection”) from the Committee. The Debtors, with the consent of the RSA counterparties, agreed to continue the hearing on the RSA Motion until April 6, 2022 at 12:30 p.m. (ET).

4. Prior to and following the Objection Deadlines, the Debtors spent a significant amount of time working to resolve or moot the majority of the issues raised by Objections in both the objections to the Disclosure Statement and the RSA Motion through the submission of the Amended Plan and Disclosure Statement, which are being filed contemporaneously herewith.

5. The Reply sets forth the applicable legal standards for evaluating approval of the RSA Motion and the Disclosure Statement, and to illustrate for the Court how the revisions to the Amended Plan and Disclosure Statement adequately address the issues raised in the Objections. The Debtors believe that the Reply will be helpful to the Court and other parties in interesting in evaluating whether the Disclosure Statement should be approved in light of the issues raised by the Objectors.

6. Pursuant to Rule 9006-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), “[r]eply papers by the movant ... may be filed by 4:00 p.m. prevailing Eastern Time the day prior to the deadline for filing the agenda.” Del. Bankr. L.R. 9006-1(d). The agenda for the hearing is required to be filed at 12:00 p.m. (ET) on April 4, 2022. Accordingly, any reply to the Objectors was required to be filed at 4:00 p.m. (ET) on April 1, 2022 (the “Reply Deadline”).

7. As of and beyond the Reply Deadline, the Debtors were in active negotiations with various parties in interest to finalize the Amended Plan and Disclosure Statement. Because

the Debtors were focused on resolving the issues raised by the Objectors, they were unable to formulate and complete a reply to the issues raised by the Objectors prior to the Reply Deadline.

8. By this Motion, the Debtors respectfully request entry of an order (the “Proposed Order”), in the form attached hereto as **Exhibit A**, granting the Debtors leave and permission to file the Replies. The Replies are being filed in response to the Objectors and in support of approval of the RSA and the Disclosure Statement. The Replies also respond to certain legal arguments asserted by the Objectors and certain requests for additional disclosure made by the Objectors.

9. The reasons set forth above support granting leave to file the Replies after the Reply Deadline, and the Debtors believe that the Replies will assist the Court in its consideration of approval of the RSA and of the Disclosure Statement.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit B**, allowing the Debtors to file the Replies and granting such other relief as is just and appropriate.

Dated: April 4, 2022
Wilmington, Delaware

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